Lead Application Information

This Application is one of a group of applications being filed in connection with the proposed transfer of control of various licenses and authorizations held by ALLTEL Corporation and its subsidiaries from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless. The Applicants have designated the application being filed concurrently to transfer control of Alltel Communications, LLC from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless (File No. 0003463892) as the lead wireless radio services application for the transaction. Accordingly, the Applicants hereby incorporate by reference all exhibits of the lead application.

Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 06/13/2008 at 12:44:44

File Number: 0003464807

FCC 603 Main Form pplication for Assignments of Authorization and Transfers of Control:
Wireless Telecommunications Bureau
Public Safety and Homeland Security Bureau

Approved by OMB

3060 - 0800

See instructions for public burden estimate

General Information

AA - Assignment of Authorization AM Amendment TC - Transfer of Control WD - Withdrawal EX - Request for Extension of Time (To Consummate an Assignment or Transfer) 2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the ECC. 3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required? 3b) If the answer to 3a is 'Y', provide the File Number of the lead application. File Number: 0003463892 3c) Does this application for Assignment of Authorization of Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for Which Commission approval or notification is required? 4) Are attachments being filed with this application? (Y) Yes No	1) Application Purpose (Selectronly one) (FG)	
consented to application currently offitie with this ECC. 3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless licensee(s) held by the licensee affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that Transfer of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that Transfer of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that Transfer of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that Transfer of the Incommission application and for which Commission application. 5b) If the answer to 3a is 'Y', provide the File Number of Utilities and Epilication is required? 6c) Does this application for Assignment of Authorization of intransfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for Which Commission approval or notification is required? 6c) Does this application that this application? 6c) If Y', attach an exhibit justifying how the application fees? 6c) If Y', attach an exhibit justifying how the application? 6c) If Y', attach an exhibit specifying the request for waiver/deferral of the FCC application fees. 6c) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? 6c) If Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	AA - Assignment of Authorization AM - Amendment NT - Required Notification (For Consum	
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application fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request. 6b) If 6a is 'Y', enter the number of rule sections involved.	If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC/application fees.	
justification for the waiver request. 6b) If 6a is 'Y', enter the number of rule sections involved.	6a) Does this application include a request for waiver of the Commission's rules (other train a request for application fee waivers)?	or (N) <u>Y</u> es <u>N</u> o
6b) If 6a is 'Y', enter the number of rule sections involved.		a

Additional Transaction Information

	70 TO TO THE TOTAL CO. T.			
7) Has this application for Assignment of Authorization or Transfer of Control already occurred?	A PA	(N) <u>Y</u> es	<u>N</u> o
8a) The Assignment of Authorization or Transfer of Control is:	(X) Woluntary	()!	nvolun	tary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DDAYAY)		1	
9a) Is this application a pro forma Assignment of Authorization or Transfer of Control?	A CONTRACTOR OF THE PARTY OF TH	(N) <u>Y</u> es_	<u>N</u> o
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance proc pursuant to Section 1.948(c)(1) of the Commission's Rules?	edures	A () <u>Y</u> es	<u>N</u> o
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Contr	rol. (MM/DD/YYYY)			
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.			<u>Y</u> es	<u>N</u> o
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?		() <u>Y</u> es	<u>N</u> o

Sale or other assignment of assets	Court order	Reorganization or liquidation		
Transfer of stock or other ownership inte	rests			
Other (voting trust agreement) managen	nent contract, etc.):			
ignated Entity Information (III) 2a, 1				
Does this application for Assignment of originally awarded with bidding credits.	Authorization or Transfer of Within the last five years?	Control involve any licenses that were	()Yes No
) Does this application for Assignment of originally subject to the Commission's	Authorization or Transfer of installment payment plan?	Control involve any licenses that were	() <u>Y</u> es <u>N</u> o
e) Does this application for Assignment of originally granted pursuant to closed!	Authorization or Transfer of idding within the last five ye	Control involve any licenses that were ears?	() <u>Y</u> es <u>N</u> o
petition-Related Information				
ha wand far interseppeated mobile vale	a and order continue that w	of Control involve a license(s) that may yould, if assigned or transferred, create ee/Transferee already holds direct or ectrum lessee/sublessee, and that also services?	(Y) <u>Y</u> es <u>N</u> o
a) Does the Assignee/Transferee hold di already has access to 10 MHz or more Specialized Mobile Radio (SMR) serv geographic area?	rect or indirectinterests (of	Dercent or more) in any entity that	(Y) <u>Y</u> es <u>N</u> o
 Would/does this application for Assign of entities providing service (using spe affected market(s)? 	ment of Authorization or in ectrum in any of the three se	insier of Control reduce the number reduces listed in item 14a) in the	(Y) <u>Y</u> es <u>N</u> o
adband Radio Service and Educat	ional Broadband Servi	ce Information		
a) Will the requested facilities be used to		ACCUANT	() <u>Y</u> es <u>N</u> o
o) If 15a is 'Y', does the Assignee/Trans Section 27.1202 of the Commission's located within the geographic area of	Rules) in a cable television		() <u>Y</u> es <u>N</u> o
If 'Y', provide an exhibit explaining how Commission's Rules or justifying a wa requested, 6a must be answered 'Y'.	w the Assignee/Transferee of that rule. If a waiver	complies with Section 27 (1202 of the of the Commission's Rule(s) is being		
Does the Assignee/Transferee comply 27.1203 of the Commission's Rules?	v with the programming requ	irements contained in Section	() <u>Y</u> es <u>N</u> o
If 'N', provide an exhibit explaining how		omplies with Section 27.1203 of the of the Commission's Rule(s) is being		

Assignor/Licensee Information								
17) Assignor/Licensee is alfill(Select One)								
☐ Individual ☐ Unincorporated Association ☐ Trust ☐ Gôvernment Èntity ☐ Corporation ☐ Limited Liability Company								
General Partnership	Limit	ed Liability P	artnersh	nip 🔲 (Consortium			
Other:								
18) FCC Registration Number (FRN) 0002845253		1			 			-
19) First Name (if individual):		мі:	Last I	Name:		· · · · ·		Suffix:
20) Legal Entity Name (if not an individual) Tryler/Long	gview/Mars	hall MSA Lin	nited Pa	rtnership dba	ALLTEL			
21) Attention To: Wireless Regulatory Supervisor.								
22) P.O. Box:	And Zor	3) Street Ad	dress:	One Allied D	Orive, B2F02			
24) City: Little Rock				25) State:	AR	26) Zip Code:72	202-217	77
27) Telephone Number: (501)905-8555		2	8) Fax I	Number: (50	01)905-6193			·
29) E-Mail Address: ACI, Wireless, Regulatory@alltel.	com						. <u></u>	
30) Demographics of Assignor/Licensee (Option	onal):		7					
Race: American Indian or Alaska Native	Ethnicit	y anic.or.leating	學			nder: Male		
Asian	☐ Not I	lispanic or L	atino	y	□ F	emale		
Black or African-American		4						
Native Hawaiian or Other Pacific Islander								
☐ White			400				 ···	
Assignor/Licensee Contact Representative						-	 .	
31) First Name:	MI:		Last Na	a a			Suffix:	
32) Company Name: Tyler/Longview/Marshall MSA Limited Partnership dba ALLTEL								
33) Attention To: Wireless Regulatory Supervisor								
34) P.O. Box:	And 3	5) Street Ad One Allied		32F02				
36) City: Little Rock 37) State: AR .38) Zip Gode: 72202-2177								
39) Telephone Number: (501)905-8555 40) Fax Number: (501)905-6193								
41) E-Mail Address: ACI, Wireless. Regulatory@alltel.	com		· · · · · ·			A		à
						VIII SALES IN		

Transferor Information (for Transfers of Control only)

42) Transferor is a(n); (Selectione)						
Individual Unincorporated Association	Trust	Gove	ernment E	ntity Corporation	X Limited Liabil	ity Company
General Partnership Limited Partnership	<u>П</u> ц	imited Liability	/ Partners	hip Consortium		
Other:						
43) FCC Registration Number (ERN) 00/165/1/97/4	.,	<u>-</u>	·	···	·	
44) First Name (if individual):	MI:		Last Na	ime:	 	Suffix:
45) Legal Entity Name (if not an individual) Atlantistic	oldings	LLC				
46) Attention To: Clive D. Bode, Esq.						
47) P.O. Box:	And Or	48) Street	Address:	301 Commerce Street, S	uite 3300	
49) City: Fort Worth	M			50) State: TX	51) Zip Code: 7	⁷ 6102
52) Telephone Number: (817)871-4000	Va	V	53) Fax	Number:		
54) E-Mail Address: cbode@tpg.com	4					
55) Demographics of Transferor (Optional):						
Race: American Indian or Alaska Native		icity: ispanic or lat	ino		nder: Male	
Asian	Пи	ot Hispanic o	llailno		Female	
Black or African-American						
Native Hawalian or Other Pacific Islander	:					j
LJ White						
Transferor Contact Representative	-					
56) First Name: Kathleen	MI:	Q 	Last Na	me: Abernathy		Suffix:
57) Company Name: Akin Gump Strauss Hauer & Feld LLP						
58) Attention To:						
59) P.O. Box: And 60) Street Address; 1333 New Hampshire Ava. NW						
61) City: Washington				62) State: DC	63) Zip Code	20036
64) Telephone Number: (202)887-4125			65) Fax	Number: (202)887-4288		
66) E-Mail Address: kabernathy@akingump.com						

Assignee/Transferee Information						
67) Assignee/Transferee is (1) (Select One)						
☐ Individual ☐ Unincorporated Association ☐ Trust ☐ Government Entity ☐ Corporation ☐ Limited Liability Company						
X General Partnership	Limited Liabili	ty Partnership 🔲 Consortio	ım			
Other:						
68) FCC Registration Number (FRN) 10003290673						
69) First Name (if individual):	MI:	Last Name:	Suffix:			
70) Legal Entity Name (if not an individual); (Celleg Par	tnership					
·71) Attention To: Michael Samsock	<u> </u>					
72) Real Party in Interest FCC Registration Number (Fr	RN): 0003290673					
73) Name of Real Party in Interest: Cellco Partnership						
74) P.O. Box:	And (Or (5)) Street	Address: 1300 Eye Street, NW	Suite 400 West			
76) City: Washington		77) State: DC	78) Zip Code: 20005			
79) Telephone Number: (202)589-3768		80) Fax Number: (202)589-3	3750			
-81)E-Mail-Address:Michael.Samsock@VerizonWirele	ess.com					
82) Demographics of Assignee/Transferee (Opti	onal): Ethnicity:		Gender:			
American Indian or Alaska Native	Hispanic or La		Male			
Asian	∐Not Hispanic o	or Latino Control Control	Female			
Black or African-American						
Native Hawaiian or Other Pacific Islander						
LJ White	<u> </u>					
Assignee/Transferee Contact Representative (if	other than Assig	nee/Transferee)	·			
83) First Name: Nancy	MI: J	Last Name: Victory	Suffix:			
84) Company Name: Wiley Rein LLP						
85) Attention To:						
	And 87) Street	Address: 1776 K Street, NW				
88) City: Washington		89) State: DC	90) Zip Code 20006			
91) Telephone Number: (202)719-7344		92) Fax Number: (202)719-70	49			
93) E-Mail Address: nvictory@wileyrein.com	-					

Ownership Disclosure Information

nership Disclosure information		
4a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	(Y) <u>Y</u> es <u>N</u> o
4b) If 94a is 'A provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: 0003467172	
en Ownership Information		·· <u></u>
5) Is the Assignee/Transferce altoreign government or the representative of any foreign government?	(N) <u>Y</u> es <u>N</u> o
6) Is the Assignee/Transferee an alien or the representative of an alien?	(N) <u>Y</u> es <u>N</u> o
7) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(N) <u>Y</u> es <u>N</u> o
8) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by allens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N) <u>Y</u> es <u>N</u> o
Pa) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(Y) <u>Y</u> es <u>N</u> o
9b) If 99a is 'Y', has the Assignee/Transferee received and ling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?	(Y) <u>Y</u> es <u>N</u> o
If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.		
sic Qualification Information		
00) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	(N) <u>Y</u> es <u>N</u> o
01) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	и)) <u>Y</u> es <u>N</u> o
02) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	(7)) <u>Y</u> es <u>N</u> o

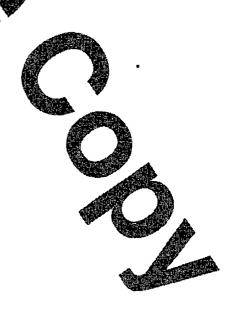
Assignor/Transferor Certification Statements

- The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamline modification procedures for pro forma assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission Riches.
- 2) The Assignor/Transferor cartilles that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any rederal lagency.

Typed or Printed Name of Party Authorized to Sign						
103) First Name:	AUX	MI:	Last Name:	Suffix:		
CLIVE		D	BODE	ESQ		
104) Title: VICE PRESIDENT						
Signature:		A		105) Date:		
CLIVE D BODE ESQ				06/13/2008		

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR/ANY/ANT/ACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION DICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



Assignee/Transferee Certification Statements

- 1) The Assignee/Transitive certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the license of the license
- 2) The Assignee/Transfere waive sany claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.*
 - *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request
- 4) The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Communications pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
- 5) The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee/Transferee certifies that neither it no rany other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862; because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of party to the application" as used in this certification.
- 7) The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

		THE PART OF THE PA		
106) First Name:	MI:	Last Name	Suffix:	
John	Т	Scot	10	
107) Title: VP Deputy General Counsel - Regulatory L				
Signature:			108) Date:	
John T Scott III			06/13/2008	

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

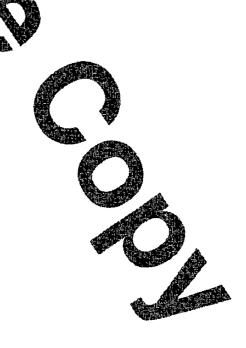
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR-REVOCATION-OF ANY STATION-LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



Authorizations To Be Assigned or Transferred

108)	109)	110)	111)	112)	113)	114)	115)
Ĉall Ŝign	Radio Service Code	Location Number	Path Number (Microwave only)	Frequency Number	Lower or Center	Upper Frequency (MHz)	Constructed Yes / No
KNKA520	CL-@allular						Υ
KNKA556	CL - Cellular					·	Y
WLL910	CF - Common Carrier Fixed Point to Point Microwave						Υ
WLL911	CF - Common Carrier Fixed Point to Point Microwave						Y
WLL928	CF - Common Carrier Fixed Point to Point Microwave						Υ
WLL929	CF - Common Carrier Fixed Point to Point Microwave	•					Υ
WLL930	CF - Common Carrier Fixed Point to Point Microwave						Y
WLV772	CF - Common Carrier Fixed Point to Point Microwave	-					Υ
WLW434	CF - Common Carrier Fixed Point to Point Microwave		4				Y
WMK913	CF - Common Carrier Fixed Point to Point Microwave						Ÿ
WMN661	CF - Common Carrier Fixed Point to Point Microwave						Y
WMN662	CF - Common Carrier Fixed Point to Point Microwave						Y
WMQ333	CF - Common Carrier Fixed Point to Point Microwave						Y
WMR989	CF - Common Carrier Fixed Point to Point Microwave						Υ
WMS551	CF - Common Carrier Fixed Point to Point Microwave						Υ
WMT265	CF - Common Carrier Fixed Point to Point Microwave	,					Y
WMT735	CF - Common Carrier Fixed Point to Point Microwave						N A
WMV992	CF - Common Carrier Fixed Point to Point Microwave						Υ

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WPJB373	CF - Common Carrier Fixed Point to Point Wicrowaye						Υ
WPJE839	GF - Common Carrier Fixed Point to Point Microwave						Υ
WPJE840	CF - Common to Carrier Fixed Point to Point Microwave						Y



Attachment(s):

Type	Description	Date Entered
0	Exhibit 1	06/07/2008

Lead Application Information

This Application is one of a group of applications being filed in connection with the proposed transfer of control of various licenses and authorizations held by ALLTEL Corporation and its subsidiaries from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless. The Applicants have designated the application being filed concurrently to transfer control of Alltel Communications, LLC from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless (File No. 0003463892) as the lead wireless radio services application for the transaction. Accordingly, the Applicants hereby incorporate by reference all exhibits of the lead application.

Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 06/13/2008 at 12:44:00 **File Number:** 0003464806

FCC 603 Main Form

FGG Application for Assignments of Authorization and Transfers of Control: Wireless Telecommunications Bureau Public Safety and Homeland Security Bureau

Approved by OMB 3060 - 0800 See instructions for public burden estimate

General Information

	CHARLE TREE MARTIN	
1)	Application Purpose (Selectronly,one) (IIC)	
	AA - Assignment of Authorization AW - Amendment NT - Required Notification (For Consumm	
	TC - Transfer of Control	onsummate an Assignment or Transfer)
2)	If this application is for an Amendment (AM) or Withdrawat (WD), enter the File Number of the pending or consented to application currently on file with the ECC.	File Number:
3a)	Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the license affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required.	(Y) <u>Y</u> es <u>N</u> o
3b)	If the answer to 3a is 'Y', provide the File Number of the leading plication.	File Number: 0003463892
3c)	Does this application for Assignment of Authorization of liransfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	(Y) <u>Y</u> es <u>N</u> o
4)	Are attachments being filed with this application?	(Y)Yes No
Fees	and Waivers	
5a)	Is the applicant exempt from FCC application fees?	(N) <u>Y</u> es <u>N</u> o
	If 'Y', attach an exhibit justifying how the applicant is exempt from FC@application fees.	
5b)	Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application?	(N) <u>Y</u> es <u>M</u> o
	If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	
6a)		(N) <u>Y</u> es <u>N</u> o
l	If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	
6b)	If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections:
		W

Additional Transaction Information

With the state of	
7) Has this application for Assignment of Authorization or Transfer of Control already occurred?	(N) Yes No
8a) The Assignment of Authorization or Transfer of Control is:	(X) Voluntary () Involuntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DDMAY) / /
9a) Is this application a pro forma Assignment of Authorization or Transfer of Control?	(N)Yes No
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	ures ()Yes No
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYY)
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.	Yes No
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	()Yes No

FCC 603 - Main Form February 2008 - Page 1

Sale or other assignment of assets	Court order	Reorganization or liquidation	
Transfer of stock or other ownership inte	racta		
Other (voting trust agreement, managem			
esignated Entity Information (II 2a, 12	2b or 12c is 'Y'. Schedule A	is required to be completed.)	
			/ Non N
2a) Does this application for Assignment of A originally awarded with bidding credits of	ithinithe last five years?	Control involve any licenses that were	() <u>Y</u> es <u>N</u>
(2b) Does this application for Assignment of	vilhorization or Transfer of	Control involve any licenses that were	() <u>Y</u> es <u>N</u>
originally subject to the Commission's in			
(2c) Does this application for Assignment of originally granted pursuant to closed bit	Authorization or Transfer of dding within the last five ye	Control involve any licenses that were ars?	() <u>Y</u> es <u>N</u>
ompetition-Related Information			
Does this application for Assignment of	Authorization or wansfer of	of Control involve a license(s) that may	(ү) <u>Y</u> es <u>N</u> e
be used for interconnected mobile voice	and/or data services that w	ould, if assigned or transferred, create	(1,720,0
be used for interconnected mobile voice a geographic overlap with another lice indirect interests (of 10 percent or more could be used to provide interconnecte	, either as allicensee or spe d mobile voice and/ordala	ectrum lessee/sublessee, and that also	
14a) Does the Assignee/Transferee hold dire			/ M) Voc N
already has access to 10 MHz or more	spectrum in the Cellular Ra	diotelephone, broadband PCS, or	(γ) <u>Y</u> es <u>N</u> o
Specialized Mobile Radio (SMR) servion geographic area?	es inrough licenseis), teas	e(s), of sublease(s) in the same	
14b) Would/does this application for Assignr	nent of Authorization or Jir	nsfer of Control reduce the number	(Y) <u>Y</u> es <u>N</u> e
of entities providing service (using spec affected market(s)?	trum in any of the threetsel	rvicestlisted linitem 14a) in the	
roadband Radio Service and Educati	onal Broadband Servic	ce Vinformation	
15a) Will the requested facilities be used to		A STATE OF THE STA	/ \Van Ne
		programming	() <u>Y</u> es <u>N</u> o
15b) If 15a is 'Y', does the Assignee/Transfo	eree operate, control or hav	ve attributable interest (as defined in	/ \\\ H
Section 27.1202 of the Commission's F located within the geographic area of t		system whose tranchise area is	() <u>Y</u> es <u>N</u> o
If 'Y', provide an exhibit explaining how	the Assignee/Transferee c	omplies with Section 2741202 of the	
Commission's Rules or justifying a walk requested, 6a must be answered 'Y'.			
16) Does the Assignee/Transferee comply	with the programming regu	irements contained in Section	()Yes No
27.1203 of the Commission's Rules?			(/100 10
If 'N', provide an exhibit explaining how Commission's Rules or justifying a waiv			
requested, 6a must be answered 'Y'.		, the commissions rais(e) to be the	4
•			

Assignor/Licensee Information			 				
17) Assignor/Licensee is a(n) (Select One)	Trust _	Government !	Entity [] Corporation [X Limited Liability Com	pany		
General Partnership Limited Partnership Limited Liability Partnership Consortium							
18) FCC Registration Number (FRN) 2014853972							
19) First Name (if Individual):		Al: Las	Name:		Suffix:		
20) Legal Entity Name (if not an individual); UC/PIIC V	Visconsin, LL)					
21) Attention To: Wireless Regulatory Supervisor.	was I			 	······································		
22) P.O. Box:	And (Or 23)	Street Address:	One Allied Drive, B1F02-	D			
24) City: Little Rock		<u> </u>	25) State: AR	26) Zip Code:72202			
27) Telephone Number: (501)905-8555 28) Fax Number: (501)905-6193							
29) E-Mail Address: ACI.Wireless.Regulatory@alltel.com							
30) Demographics of Assignor/Licensee (Option	nal):						
Race: American-Indian-or-Alaska-Native	Ethnicity: Hispan			nder: Male			
Asian	☐Not His	oanigor Latino		Female			
Black or African-American		A					
☐ Native Hawaiian or Other Pacific Islander☐ White							
Assignor/Licensee Contact Representative							
31) First Name:Wireless Regulatory	MI:	Last N	ame:Supervisor	Suffix			
32) Company Name: Alltel Communications, LLC							
33) Attention To:							
34) P.O. Box:	1 '	Street Address: One Allied Drive	B1F02-D				
36) City: Little Rock			37) State: AR	(68) Zip Gode: 72202			
39) Telephone Number: (501)905-8555		40) Fa	Number: (501)905-6193				
41) E-Mail Address: ACI.Wireless.Regulatory@alltel.c	com						

Transferor Information (for Transfers of Control only)

42) Transferor is a(n): (Selectione)						
☐ Individual ☐ Unincorporated Association ☐ Trust ☐ Government Entity ☐ Corporation ☒ Limited Liability Company						
General Partnership Limited Partnership Limited Liability Partnership Consortium						
Other:						
43) FCC Registration Numbers(FRN) 00/165/1974						
44) First Name (if individual):	MI: Last Name: Suffix:					Suffix:
45) Legal Entity Name (if not an individual) Atlantis Ho	oldings	LLC				
46) Attention To: Clive D. Bode, Esq.						
47) P.O. Box:	Angl /Or	48) Street A	Address:	301 Commerce Street, S	Suite 3300	
49) City: Fort Worth	M			50) State: TX	51) Zip Code: 7	6102
52) Telephone Number: (817)871-4000			53) Fax	Number:		
54) E-Mail Address: cbode@tpg.com						
55) Demographics of Transferor (Optional):						
Race: American Indian or Alaska Native	Race: Gender:					
Asian	ΠN	ot Hispanic o	alialino		Female	
Black or African-American						
Native Hawaiian or Other Pacific Islander						
∐ White						
Transferor Contact Representative	1,41		I and No	nme: Abemathy		Cuffin
56) First Name: Kathleen	MI:	<u> </u>	Last Na	ine: Abeliany		Suffix:
57) Company Name: Akin Gump Strauss Hauer & Fel	d LLP					
58) Attention To:						
59) P.O. Box: And /Or 60) Street Address: 1333 New Hampshire Ave. NW						
61) City: Washington	61) City: Washington 62) State: DC 633 Zip Code; 20036					
64) Telephone Number: (202)887-4125			65) Fax Number: (202)887-4288			
66) E-Mail Address: kabernathy@akingump.com						

Assignee/ Transferee information				···	···		
67) Assignee/Transferee is a (n) (Select One)							
☐ Individual ☐ Unincorporated Association ☐	Trust	Gove	ernment E	ntity Corpora	ation 🔲 Limited Liabi	lity Company	
General Partnership	Li	mited Liability	/ Partners	hip 🔲 Consor	tium		
Other:	·						
68) FCC Registration Number (FRN): 0003290673	68) FCC Registration Number (FRV): 00003290673						
69) First Name (if individual):		MI:	Last Na	ime:		Suffix:	
70) Legal Entity Name (if not an individual); (Celleo Rar	tnersh	ip					
71) Attention To: Michael-Samsock	, iii.						
72) Real Party in Interest FCC Registration Number (F	N):	003290673					
73) Name of Real Party in Interest: Cellco Partnership	Á						
74) P.O. Box:	And '	75) Street	Address:	1300 Eye Street, NV	W Suite 400 West		
76) City: Washington	70.50			77) State: DC	78) Zip Code: 2	20005	
79) Telephone Number: (202)589-3768		A	80) Fax	Number: (202)589	9-3750		
81)-E-Mail-Address: Michael.Samsock@VerizonWireless.com							
82) Demographics of Assignee/Transferee (Opt	ional)						
Race: American Indian or Alaska Native	Ethn	i city: ispanic or Lat	lino	A Y	Gender:		
Asian		ot Hispanic o	VIII.		Female	ı	
Black or African-American						· · · · · · · · · · · · · · · · · · ·	
Native Hawaiian or Other Pacific Islander							
White	l			1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1			
Assignee/Transferee Contact Representative (if	other	than Assign	ee/Trans	sferee)			
83) First Name: Nancy	М	l: J ·	Last Na	me: Victory		Suffix:	
84) Company Name: Wiley Rein LLP							
85) Attention To:							
86) P.O. Box: And /Or 87) Street Address: 1776 K Street, NW						Â	
88) City: Washington				89) State: DC	90) Zip Co <u>de</u>	20006	
91) Telephone Number: (202)719-7344 92) Fax Number: (202)719-7049							
93) E-Mail Address: nvictory@wileyrein.com							

Ownership Disclosure Information

Switcistic Dissipator Miletingues		
94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	(_Y) <u>Y</u> es <u>N</u> o
94b) If 94a is 'Yan provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: 0003467172	
Alien Ownership Information		
95) Is the Assignee/Transferce aftereign government or the representative of any foreign government?	(N) <u>Y</u> es <u>N</u> o
96) Is the Assignee/Transferee an alien or the representative of an alien?	(N) <u>Y</u> es <u>N</u> o
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(N) <u>Y</u> es <u>N</u> o
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N) <u>Y</u> es <u>N</u> o
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(Y) <u>Y</u> es <u>N</u> o
99b) If 99a is 'Y', has the Assignee/Transferee received and ling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio set (i.e., and its overage area(s) involved in this application?	. (Y) <u>Y</u> es <u>N</u> o
If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.		·
Basic Qualification Information		
100) Has the Assignee/Transferee or any party to this application had any FOC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	(N) <u>Y</u> es <u>N</u> o
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	N)) <u>Y</u> es <u>N</u> o
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	(1)) <u>Y</u> es <u>N</u> o

Assignor/Transferor Certification Statements

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamline motification procedures for pro forma assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commissions rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are materials are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any repeat a license and that it is not delinquent on any non-tax debt owed to any repeat a license and that it is not delinquent on any non-tax debt owed to any repeat a license and that it is not delinquent on any non-tax debt owed to any repeat a license and that it is not delinquent on any non-tax debt owed to any repeat a license and that it is not delinquent on any non-tax debt owed to any repeat a license and that it is not delinquent on any non-tax debt owed to any repeat a license and that it is not delinquent on any non-tax debt owed to any repeat a license and that it is not delinquent on any non-tax debt owed to any repeat a license and that it is not delinquent on any non-tax debt owed to any repeat a license and that it is not delinquent on any non-tax debt owed to any repeat a license and the license and

Typed or Printed Name of Rarty Authorized to Sign

103) First Name: CLIVE MI: D Last Name: BODE Suffix: ESQ

104) Title: VICE PRESIDENT

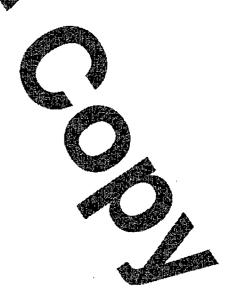
Signature:

CLIVE D BODE ESQ

105) Date: 06/13/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION INCENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



Assignee/Transferee Certification Statements

- 1) The Assignee/Transtered earlifes either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
- 2) The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.*
 - *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Communication pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
- 5) The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true complete, correct, and made in good faith.
- 6) The Assignee/Transferee certifies that neither it no rany other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of possession or distribution as used in this certification.
- 7) The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

ŗ	106) First Name:	MI:	Last Names 12	Suffix:
İ	John .	T	Scott	III
	107) Title: VP Deputy General Counsel - Regulatory L			
Ţ	Signature:			108) Date:
l	John T Scott III			06/13/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title-18; -Section-1001) AND/OR-REVOGATION-OF-ANY STATION-LICENSE-OR-CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



Authorizations To Be Assigned or Transferred

108) Call Sign	109) Radio Service	110) Location	111) Path Number	112) Frequency	113) Lower or Center	114) Upper	115) Constructed
)	Code	Number	(Microwave only)		1	Frequency (MHz)	
KNKN360	CIGallular						Y
WPND607	CF - Common Carried Fixed Point to Point Microwave						Y
WPND608	CF - Commor Carrier Fixed Point to Point Microwaye	700	•				Y
WPNI470	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNI471	CF - Common Carrier Fixed Point to Point Microwave						Υ
WPN1472	CF - Common Carrier Fixed Point to Point Microwave						Υ



Attachment(s):

Туре	Description	Date Entered
0	Exhibit 1	06/07/2008